

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

LENDING SOLUTIONS LIMITED

We, being the members of the Company who at the date of this resolution are entitled to attend and vote at a general meeting of the company and in accordance with section 381A of the Companies Act 1985 ("Act"), resolve as follows:

1. **That notwithstanding any existing provisions of the memorandum and articles of association of the Company it is approved that the Company enter into:**
 - 1.1 **an amendment and restatement agreement to be entered into between the Company, the Lending Solutions Holdings Limited ("LSHL"), esurv Limited, Reeds Rains Limited ("Reeds Rains"), Homefast Property Lawyers Limited, Barclays Bank PLC (in its various capacities) and Lloyds TSB Bank Plc (in its various capacities) ("Amendment and Restatement Agreement"); and**
 - 1.2 **a new CAS Facility to be entered into between the Company, LSHL, Reeds Rains, esurv Limited and the Bank.**

(the documents above being hereinafter referred to as "**the Documents**").

2. **That Simon Embley, Dean Fielding and Paul Latham (or in the case of documents executed as deeds, any two of the same) be and is/are authorised (as set out in the directors certificate for the Company) to sign each of the Documents referred to at paragraphs 1.1 and 1.2 above and deliver the same on behalf of the Company.**
3. **That the execution, delivery and performance of the Documents will be for the benefit of and in the best interests of the Company for the purpose of carrying on its business and there is full and fair consideration to the Company for the obligations and its undertaking in respect of the same.**

Signed by, or by duly authorised representatives on behalf of, all the members of the Company who as at the date of these resolutions would be entitled to attend and vote at a general meeting of the Company had the resolutions been put to such a meeting.



Signed: Dated:

Simon Embley

Signed: Dated:

Dean Fielding

Signed: Dated:

Paul Latham

Signed: Dated:

David Newnes

Signed: Dated:

Andrew Mohun-Smith

Signed: *P. Mohun* Dated: *7/10/05*

Barclays Private Equity European Fund 'A'

Signed: *P. Mohun* Dated: *7/10/05*

Barclays Private Equity European Fund 'B'

Signed: *P. Mohun* Dated: *7/10/05*

Barclays Private Equity European Fund 'C'

Signed: *P. Mohun* Dated: *7/10/05*

Barclays Private Equity European Fund 'D'

Signed: *P. Mohun* Dated: *7/10/05*

Barclays Private Equity European Fund GMBH & Co KG acting by its manager Barclays Private Equity Limited

Signed: *P. Mohun* Dated: *7/10/05*

BPE European Partner LP acting by its manager Barclays Private Equity Limited

Signed: *P. Gruwell* Dated: *7/10/05*

EUROVENT

Signed: *P. Gruwell* Dated: *7/10/05*

**Barclays Private Equity PVLP Limited
Partnership acting by its manager
Barclays Private Equity Limited**

Signed: *P. Gruwell* Dated: *7/10/05*

**Barclays Industrial Investments
Limited**

Signed: *P. Gruwell* Dated: *7/10/05*

Clink Street Nominees Limited

Signed: *P. Gruwell* Dated: *7/10/05*

PV Nominees No 2 Limited

Signed: Dated:

Allison Glendenning

(Signed by her duly authorised
attorney)

Signed: Dated:

Alison Traversoni

(Signed by her duly authorised
attorney)

Signed: Dated:

Paul Sparks

(Signed by his duly authorised attorney)

Signed: Dated:

Steve Hall

(Signed by his duly authorised attorney)

Signed: Dated:

Richard Sexton

(Signed by his duly authorised attorney)

Signed: Dated:

Kevin Webb

(Signed by his duly authorised attorney)

Signed: Dated:

Martin Murtagh
(Signed by his duly authorised attorney)

Signed: Dated:

Donald McLellan
(Signed by his duly authorised attorney)

Signed: Dated:

James Mcduley
(Signed by his duly authorised attorney)

Signed: Dated:

Liam Fahy
(Signed by his duly authorised attorney)

Signed: Dated:

Gareth Samples
(Signed by his duly authorised attorney)

Signed: Dated:

Roger Bailey
(Signed by his duly authorised attorney)

Signed: Dated:

Tony McCann
(Signed by his duly authorised attorney)

Signed: Dated:

Lisa Charles-Jones
(Signed by her duly authorised attorney)

Signed: Dated:

Heather Jones
(Signed by her duly authorised attorney)

Signed: Dated:

Jon Pearson Round
(Signed by his duly authorised attorney)

Signed: Dated:

David Brown
(Signed by his duly authorised attorney)

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

LENDING SOLUTIONS LIMITED

We, being the members of the Company who at the date of this resolution are entitled to attend and vote at a general meeting of the company and in accordance with section 381A of the Companies Act 1985 ("Act"), resolve as follows:

1. **That** notwithstanding any existing provisions of the memorandum and articles of association of the Company it is approved that the Company enter into:
 - 1.1 an amendment and restatement agreement to be entered into between the Company, the Lending Solutions Holdings Limited ("LSHL"), esurv Limited, Reeds Rains Limited ("Reeds Rains"), Homefast Property Lawyers Limited, Barclays Bank PLC (in its various capacities) and Lloyds TSB Bank Plc (in its various capacities) ("Amendment and Restatement Agreement"); and
 - 1.2 a new CAS Facility to be entered into between the Company, LSHL, Reeds Rains, esurv Limited and the Bank.

(the documents above being hereinafter referred to as "**the Documents**").

2. **That** Simon Embley, Dean Fielding and Paul Latham (or in the case of documents executed as deeds, any two of the same) be and is/are authorised (as set out in the directors certificate for the Company) to sign each of the Documents referred to at paragraphs 1.1 and 1.2 above and deliver the same on behalf of the Company.
3. **That** the execution, delivery and performance of the Documents will be for the benefit of and in the best interests of the Company for the purpose of carrying on its business and there is full and fair consideration to the Company for the obligations and its undertaking in respect of the same.

Signed by, or by duly authorised representatives on behalf of, all the members of the Company who as at the date of these resolutions would be entitled to attend and vote at a general meeting of the Company had the resolutions been put to such a meeting.

Signed: Dated:

Simon Embley

Signed: Dated:

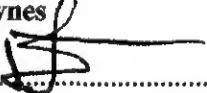
Dean Fielding

Signed: Dated:

Paul Latham

Signed: Dated:

David Newnes



Signed: Dated:

Andrew Mohun-Smith

Signed: Dated:

Barclays Private Equity European Fund 'A'

Signed: Dated:

Barclays Private Equity European Fund 'B'

Signed: Dated:

Barclays Private Equity European Fund 'C'

Signed: Dated:

Barclays Private Equity European Fund 'D'

Signed: Dated:

Barclays Private Equity European Fund GMBH & Co KG acting by its manager Barclays Private Equity Limited

Signed: Dated:

BPE European Partner LP acting by its manager Barclays Private Equity Limited

Signed: Dated:

EUROVENT

Signed: Dated:

**Barclays Private Equity PVLP Limited
Partnership acting by its manager
Barclays Private Equity Limited**

Signed: Dated:

**Barclays Industrial Investments
Limited**

Signed: Dated:

Clink Street Nominees Limited

Signed: Dated:

PV Nominees No 2 Limited

Signed: Dated:

**Allison Glendenning
(Signed by her duly authorised
attorney)**

Signed: Dated:

**Alison Traversoni
(Signed by her duly authorised
attorney)**

Signed: Dated:

**Paul Sparks
(Signed by his duly authorised attorney)**

Signed: Dated:

**Steve Hall
(Signed by his duly authorised attorney)**

Signed: Dated:

**Richard Sexton
(Signed by his duly authorised attorney)**

Signed: Dated:

**Kevin Webb
(Signed by his duly authorised attorney)**

Signed: Dated:

Martin Murtagh
(Signed by his duly authorised attorney)

Signed: Dated:

Donald McLellan
(Signed by his duly authorised attorney)

Signed: Dated:

James Mcduley
(Signed by his duly authorised attorney)

Signed: Dated:

Liam Fahy
(Signed by his duly authorised attorney)

Signed: Dated:

Gareth Samples
(Signed by his duly authorised attorney)

Signed: Dated:

Roger Bailey
(Signed by his duly authorised attorney)

Signed: Dated:

Tony McCann
(Signed by his duly authorised attorney)

Signed: Dated:

Lisa Charles-Jones
(Signed by her duly authorised attorney)

Signed: Dated:

Heather Jones
(Signed by her duly authorised attorney)

Signed: Dated:

Jon Pearson Round
(Signed by his duly authorised attorney)

Signed: Dated:

David Brown
(Signed by his duly authorised attorney)

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

LENDING SOLUTIONS LIMITED

We, being the members of the Company who at the date of this resolution are entitled to attend and vote at a general meeting of the company and in accordance with section 381A of the Companies Act 1985 ("Act"), resolve as follows:

1. **That** notwithstanding any existing provisions of the memorandum and articles of association of the Company it is approved that the Company enter into:
 - 1.1 an amendment and restatement agreement to be entered into between the Company, the Lending Solutions Holdings Limited ("LSHL"), esurv Limited, Reeds Rains Limited ("Reeds Rains"), Homefast Property Lawyers Limited, Barclays Bank PLC (in its various capacities) and Lloyds TSB Bank Plc (in its various capacities) ("**Amendment and Restatement Agreement**"); and
 - 1.2 a new CAS Facility to be entered into between the Company, LSHL, Reeds Rains, esurv Limited and the Bank.

(the documents above being hereinafter referred to as "**the Documents**").

2. **That** Simon Embley, Dean Fielding and Paul Latham (or in the case of documents executed as deeds, any two of the same) be and is/are authorised (as set out in the directors certificate for the Company) to sign each of the Documents referred to at paragraphs 1.1 and 1.2 above and deliver the same on behalf of the Company.
3. **That** the execution, delivery and performance of the Documents will be for the benefit of and in the best interests of the Company for the purpose of carrying on its business and there is full and fair consideration to the Company for the obligations and its undertaking in respect of the same.

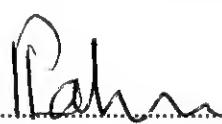
Signed by, or by duly authorised representatives on behalf of, all the members of the Company who as at the date of these resolutions would be entitled to attend and vote at a general meeting of the Company had the resolutions been put to such a meeting.

Signed:  Dated: 10/10/2005

Simon Embley
Signed:  Dated: 10/10/2005

Signed: Dated:

Paul Latham

Signed:  Dated: 10/10/2005

David Newnes

Signed: Dated:

Andrew Mohun-Smith

Signed: Dated:

Barclays Private Equity European Fund 'A'

Signed: Dated:

Barclays Private Equity European Fund 'B'

Signed: Dated:

Barclays Private Equity European Fund 'C'

Signed: Dated:

Barclays Private Equity European Fund 'D'

Signed: Dated:

Barclays Private Equity European Fund GMBH & Co KG acting by its manager Barclays Private Equity Limited

Signed: Dated:

BPE European Partner LP acting by its manager Barclays Private Equity Limited

Signed: Dated:

EUROVENT

Signed: Dated:

**Barclays Private Equity PVLP Limited
Partnership acting by its manager
Barclays Private Equity Limited**

Signed: Dated:

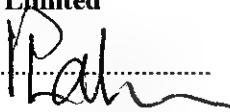
**Barclays Industrial Investments
Limited**

Signed: Dated:

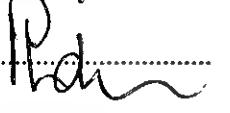
Clink Street Nominees Limited

Signed: Dated:

PV Nominees No 2 Limited

Signed:  Dated: 10/10/2005

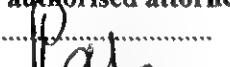
**Allison Glendenning
(Signed by her duly authorised
attorney)**

Signed:  Dated: 10/10/2005

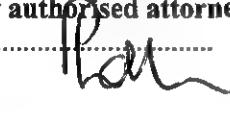
**Alison Traversoni
(Signed by her duly authorised
attorney)**

Signed:  Dated: 10/10/2005

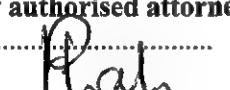
**Paul Sparks
(Signed by his duly authorised attorney)**

Signed:  Dated: 10/10/2005

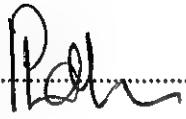
**Steve Hall
(Signed by his duly authorised attorney)**

Signed:  Dated: 10/10/2005

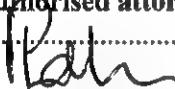
**Richard Sexton
(Signed by his duly authorised attorney)**

Signed:  Dated: 10/10/2005

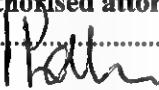
**Kevin Webb
(Signed by his duly authorised attorney)**

Signed: 

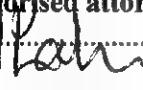
Martin Murtagh
(Signed by his duly authorised attorney)

Signed: 

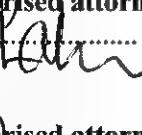
Donald McLellan
(Signed by his duly authorised attorney)

Signed: 

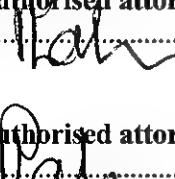
James Mcduley
(Signed by his duly authorised attorney)

Signed: 

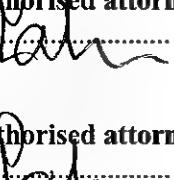
Liam Fahy
(Signed by his duly authorised attorney)

Signed: 

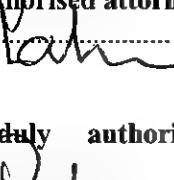
Gareth Samples
(Signed by his duly authorised attorney)

Signed: 

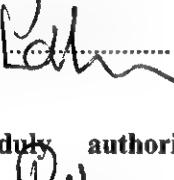
Roger Bailey
(Signed by his duly authorised attorney)

Signed: 

Tony McCann
(Signed by his duly authorised attorney)

Signed: 

Lisa Charles-Jones
(Signed by her duly authorised attorney)

Signed: 

Heather Jones
(Signed by her duly authorised attorney)

Signed: 

Jon Pearson Round
(Signed by his duly authorised attorney)

Signed: 

David Brown
(Signed by his duly authorised attorney)

Dated: 16/10/2005

Dated: 10/10/2005

Dated: 16/10/2005

Dated: 10/10/2005

Dated: 10/10/2005

Dated: 16/10/2005

Dated: 10/10/2005

Dated: 16/10/2005

Dated: 10/10/2005

Dated: 10/10/2005

Dated: 10/10/2005

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

LENDING SOLUTIONS LIMITED

We, being the members of the Company who at the date of this resolution are entitled to attend and vote at a general meeting of the company and in accordance with section 381A of the Companies Act 1985 ("Act"), resolve as follows:

1. **That notwithstanding any existing provisions of the memorandum and articles of association of the Company it is approved that the Company enter into:**
 - 1.1 an amendment and restatement agreement to be entered into between the Company, the Lending Solutions Holdings Limited ("LSHL"), esurv Limited, Reeds Rains Limited ("Reeds Rains"), Homefast Property Lawyers Limited, Barclays Bank PLC (in its various capacities) and Lloyds TSB Bank Plc (in its various capacities) ("Amendment and Restatement Agreement"); and
 - 1.2 a new CAS Facility to be entered into between the Company, LSHL, Reeds Rains, esurv Limited and the Bank.

(the documents above being hereinafter referred to as "**the Documents**").

2. **That Simon Embley, Dean Fielding and Paul Latham (or in the case of documents executed as deeds, any two of the same) be and is/are authorised (as set out in the directors certificate for the Company) to sign each of the Documents referred to at paragraphs 1.1 and 1.2 above and deliver the same on behalf of the Company.**
3. **That the execution, delivery and performance of the Documents will be for the benefit of and in the best interests of the Company for the purpose of carrying on its business and there is full and fair consideration to the Company for the obligations and its undertaking in respect of the same.**

Signed by, or by duly authorised representatives on behalf of, all the members of the Company who as at the date of these resolutions would be entitled to attend and vote at a general meeting of the Company had the resolutions been put to such a meeting.

Signed: Dated:

Simon Embley

Signed: Dated:

Dean Fielding

Signed: Dated:

Paul Latham


Signed: Dated:

David Newnes

Signed: A. Mohun-Smith Dated:

Andrew Mohun-Smith

Signed: Dated:

Barclays Private Equity European Fund 'A'

Signed: Dated:

Barclays Private Equity European Fund 'B'

Signed: Dated:

Barclays Private Equity European Fund 'C'

Signed: Dated:

Barclays Private Equity European Fund 'D'

Signed: Dated:

Barclays Private Equity European Fund GMBH & Co KG acting by its manager Barclays Private Equity Limited

Signed: Dated:

BPE European Partner LP acting by its manager Barclays Private Equity Limited

Signed: Dated:

EUROVENT

Signed: Dated:

**Barclays Private Equity PVLP Limited
Partnership acting by its manager
Barclays Private Equity Limited**

Signed: Dated:

**Barclays Industrial Investments
Limited**

Signed: Dated:

Clink Street Nominees Limited

Signed: Dated:

PV Nominees No 2 Limited

Signed: Dated:

**Allison Glendenning
(Signed by her duly authorised
attorney)**

Signed: Dated:

**Alison Traversoni
(Signed by her duly authorised
attorney)**

Signed: Dated:

**Paul Sparks
(Signed by his duly authorised attorney)**

Signed: Dated:

**Steve Hall
(Signed by his duly authorised attorney)**

Signed: Dated:

**Richard Sexton
(Signed by his duly authorised attorney)**

Signed: Dated:

**Kevin Webb
(Signed by his duly authorised attorney)**

Signed: Dated:

Martin **Murtagh**
(Signed by his duly authorised attorney)

Signed: Dated:

Donald **McLellan**
(Signed by his duly authorised attorney)

Signed: Dated:

James **Mcduley**
(Signed by his duly authorised attorney)

Signed: Dated:

Liam **Fahy**
(Signed by his duly authorised attorney)

Signed: Dated:

Gareth **Samples**
(Signed by his duly authorised attorney)

Signed: Dated:

Roger **Bailey**
(Signed by his duly authorised attorney)

Signed: Dated:

Tony **McCann**
(Signed by his duly authorised attorney)

Signed: Dated:

Lisa **Charles-Jones**
(Signed by her duly authorised attorney)

Signed: Dated:

Heather **Jones**
(Signed by her duly authorised attorney)

Signed: Dated:

Jon **Pearson** **Round**
(Signed by his duly authorised attorney)

Signed: Dated:

David **Brown**
(Signed by his duly authorised attorney)